



Bylaws

ARTICLE 1 – Name

The name of this organization is Biodiversity Heritage Library (hereafter BHL).

ARTICLE II – Purpose

Section 1. The Biodiversity Heritage Library (BHL) is an international consortium of partners from natural history museums; botanical gardens; agricultural, university, biological research libraries; and like organizations and institutions (“BHL Partners”), whose purpose is to improve and make more efficient the methodology of research in biodiversity studies by collaboratively making biodiversity literature openly available to the world as part of a global biodiversity community.

Section 2. Mission, Vision and Goals. Appendix I outlines the vision, mission, and goals of BHL. The BHL collaboration is described in the “BHL Memorandum of Understanding.”

ARTICLE III – The BHL Members Council

Section 1. The governing body for the Biodiversity Heritage Library is the BHL Members Council (hereafter known as Council). The Council provides oversight and strategic management of BHL.

Section 2. Composition. The Council is composed of one representative, generally, but not exclusively, the chief librarian, from each BHL Member institution. Each representative has one vote on the Council. The BHL Program Director shall serve as an ex-officio member of the Council.

Section 3. Duties and Responsibilities. The Council shall establish policies and procedures to manage BHL and the expenditure of BHL funds. Decisions are made by majority vote at any meeting at which there is a quorum. In the event of a tie, the Chair will cast the deciding vote. The Council's duties shall include the following:

- Electing the Chair, Vice-Chair, the Secretary of the Council (as outlined in Article V, Section 6 and Article VII, Section 2);
- Advising the Executive Committee (see Article VII, Section 1) on the hiring, evaluation, and management of the BHL Program Director and other positions required for the management of BHL (The BHL Secretariat);
- Preparing strategic plans and approving the annual work plan;

- Reviewing budgets and approving allocation of dues and central funding;
- Admitting new BHL Members and Affiliate institutions;
- Defining categories of membership/collaborators or associations as needed;
- Establishing policy in conformance with the BHL Memorandum of Understanding;
- Establishing relationships or partnerships with other bodies and institutions;
- Reviewing and commenting on all external grant proposals and other fundraising initiatives taken by Partners on behalf of BHL;
- Developing policies for ownership and use of intellectual property, including uses of logos and trademarks and publicity;
- Approving the type and extent of license agreements to negotiate with third parties for content, data or information for use in BHL.

Section 4. BHL Membership. Membership criteria and approval procedures, as well as ancillary categories of BHL partnerships are outlined in Appendix II: Partnering with the Biodiversity Heritage Library.

Section 5. Grants, Gifts and Contracts. A BHL Partner that receives a specific grant, gift or contract for BHL must abide by applicable policies of its own institution and of BHL.

Section 6. Delegation. The Council may, from time to time, delegate any of its powers to committees, officers, attorneys or agents of BHL, subject to such limitations as the Council may impose.

Section 7. Compensation. Council representatives and/or designates shall not receive any salary from central BHL funds or any other source for their services on the Council.

Section 8. Working Language. English shall be the working language of BHL.

ARTICLE IV – Meetings

Section 1. Regular Meetings. A face-to-face meeting of the Members Council shall be held at least annually with additional meetings if deemed necessary by the membership. Upon consultation with the Council, the BHL Executive Committee will determine the time and location of the annual meeting. A notice of the meeting including a draft agenda shall be distributed at least two weeks prior to each regular meeting. The BHL Program Director shall report on the activities and finances of BHL at the regular annual meeting. Attendance at the meetings may include non-Member Partner representatives and professional advisers at the invitation of the Council.

Section 2. Special Meetings. Special meetings of the Council may be held at such times and places as may be determined by the Chair of the Council or upon written application to the Executive Committee by three or more Council representatives. The Chair shall distribute a notice specifying the purpose of the meeting at least seventy-two hours prior to the meeting unless shorter notice is adequate under the circumstances.

Section 3. Quorum. A simple majority of the Council representatives shall constitute a quorum at any meeting of the Council for the transaction of business. Any act of a simple majority of the

Council representatives present at any meeting at which there is a quorum shall be deemed the act of the Council.

Section 4. Action by Consent. Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting provided that Council representatives submit their votes in writing or electronic vote. Any Council representative who fails to submit a written /electronic vote will be recorded as an abstention. An action by consent shall be effective when agreed to by a simple majority of the Council members submitting votes. The record of such action and the result of such vote shall be filed with the records of the meetings of the Council.

Section 5. Vacancies of Representatives. In the event of a vacancy in the position of the designated representative, the BHL Member may designate in writing to the Chair an alternative representative who shall be entitled to represent that Member on the Council for all purposes including voting.

ARTICLE V – Officers and Duties

Section 1. Chair. The Chair shall manage and conduct the business of BHL and shall preside at all meetings of the Council and of the Executive Committee at which she/he is present. The Chair or designate shall represent BHL with other relevant organizations as approved by the BHL Executive Committee.

Section 2. Vice-Chair. The Vice-Chair shall have the power to act in the absence or incapacity of the Chair. If the position of Chair is vacated, the Vice-Chair shall assume the powers and duties of the Chair until the next election. The Vice-Chair shall have such powers and duties as may be designated from time to time by the Council representatives or by the Chair, including the role of promoting and coordinating activities globally.

Section 3. Secretary. The Secretary shall keep the official minutes of the Council and Executive Committee meetings. The Secretary shall also have such powers and duties as may be designated from time to time by the Council or by the Chair, including the role of coordinating partnership activities.

Section 4. Removal. Any officer elected or appointed by the Council may be removed from office with cause at any time by an affirmative vote of two-thirds of the representatives on the Council.

Section 5. Resignation. Resignations of officers shall be given in writing to the Chair.

Section 6. Elections and Terms. Election of officers will take place at the Annual Meeting of the Council. Officers shall serve two-year terms for each office held with the possibility of election for a second two-year term. Each officer is elected by a simple majority of non-abstaining Members.

Section 7. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the Council for the unexpired portion of the term.

Section 8. Eligibility. All officers must be affiliated with a BHL Member institution in current good standing at the time of election.

ARTICLE VI – Financial Management

Section 1. Budget. The BHL Program Director shall prepare an annual budget for expenditure of central BHL funds to be approved by the Council. Central BHL funds are those derived from partnership dues or those managed by the BHL Secretariat on behalf of the partnership.

Section 2. Expenditures. The Executive Committee shall monitor annual expenditures of central BHL funds against the budget and may make minor modifications to the budget for expenditures up to 10% of the approved budget as explained in Article VI Section 1 without prior approval.

Section 3. Grants, Gifts and Contracts. Funds received by an individual BHL Partner on behalf of the partnership should be used in accordance with applicable policies and practices of BHL.

ARTICLE VII – Committees

Section 1. Executive Committee.

(a) Composition. The Executive Committee shall consist of the Chair, the Vice-Chair, the Secretary, and the Immediate Past-Chair together with the Program Director, both non-voting;

(b) Duties and Responsibilities. The Executive Committee shall manage the ordinary business of BHL on behalf of the Council in between Council meetings and perform such other duties as the Council may authorize from time to time. Executive Committee decisions must be reviewed by the Council at the next meeting and be included in the Council minutes. The Executive Committee shall monitor the performance of BHL Secretariat and technical staff in accordance with the employment procedures and conditions of their employing institutions.

Section 2. Nominating Committee.

(a) Composition. The Nominating Committee shall be chaired by the Immediate Past Chair and include the BHL Program Director and an at-large member appointed by the Executive Committee.

(b) Duties and Responsibilities. The Nominating Committee shall issue a call for nominations, meet prior to an annual meeting where elections are required, and prepare a slate of officers.

Section 3. Other Committees. The Council may also establish other ad hoc committees as deemed necessary to carry out the mission of BHL. See Appendix III: Committees of BHL for existing committees and charges.

ARTICLE VIII – Minutes

The Secretary or designate shall keep accurate and complete minutes of any proceedings of Executive Committee and Council meetings. The Program Director will ensure that minutes of all meetings and groups are taken and made available to the Council.

ARTICLE IX – Withdrawal or Removal of Partners

Section 1. Withdrawal of Partners. Partners may withdraw from BHL upon written notice. No refund of dues or other fees will be made.

Section 2. Removal of Partners. Any Partner may be removed with cause at any time by an affirmative vote of two-thirds of the representatives on the Council.

ARTICLE X – Amendments

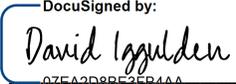
Section 1. Amending Bylaws. These bylaws may be amended, in whole or in part, at the annual meeting of the Council with approval by two-thirds of the Council representatives present and voting, provided that notice of the proposed amendment(s) shall have been given prior to the meeting.

Section 2. Revising Appendices. The Appendices attached hereto are not subject to Article X Section 1 and may be amended or revised by a simple majority vote of the Council upon proposal of the Executive Committee.

ARTICLE XI – Entry into Force

These bylaws will enter into effect immediately upon approval of two-thirds of the Council representatives present at the annual meeting of the Council.

As adopted by vote of the Members Council on 22 July 2022.

Chair:  DocuSigned by: 87EA2D88BE3FB4AA... Date 7/26/2022 | 4:20 AM EDT
David Iggulden

Co-Secretary:  DocuSigned by: 478C37F2A85D478... Date 8/9/2022 | 11:48 AM EDT
Elisa Herrmann

Co-Secretary:  DocuSigned by: AAC7D88906224F5... Date 7/25/2022 | 3:03 PM EDT
Kevin Merriman

APPENDIX I: Vision, Mission, and Goals

Vision

Inspiring discovery through free access to biodiversity knowledge.

Mission

The Biodiversity Heritage Library improves research methodology by collaboratively making biodiversity literature openly available to the world as part of a global biodiversity community.

Goals

Goal 1: Relevant Content

Grow the BHL into the most comprehensive, reliable, reputable repository of data-rich biodiversity literature, and other original materials to support response to global challenges.

Goal 2: Tools and Services

Create services and tools that facilitate discovery of BHL content to improve research efficiency for all potential users.

Goal 3: User Engagement

Increase global awareness about the BHL and biodiversity issues to inform existing users and attract new user communities.

Goal 4: Partnerships and Alliances

Grow BHL consortial partnerships and alliances to foster cross-institutional collaboration.

Goal 5: Mission Enabling

Increase financial strength, effective administrative support, and organizational excellence to ensure BHL's continued success.

APPENDIX II

Partnering with the Biodiversity Heritage Library

I. The BHL Partnership

- A. Recognizing the global scope of biodiversity and the importance of national, regional, and international biodiversity organizations, BHL welcomes relevant biodiversity organizations to join BHL.
- B. BHL welcomes all institutions that share the vision, mission and goals of BHL and have a commitment to biodiversity and a capacity to provide content, staff, or technical support to BHL.
- C. BHL partnerships represent a mutual commitment of resources and BHL may need to limit partnerships if either party lacks resources to fully support the vision, mission, and goals of BHL.
- D. BHL does not have a legal, incorporated status. All fiduciary matters are processed through the Council on Library & Information Resources (CLIR) and need to follow CLIR policies detailed in the Memorandum of Understanding.

II. Categories of Partnership

- A. BHL recognizes the following categories of partnership: Member, Affiliate, Reciprocal Partner.
 1. Members. BHL Members are those institutions or organizations that are strategic to BHL's vision, mission, and goals. Potential Members must be concerned with biodiversity in higher education and research and demonstrate that the institution or organization provides and maintains library services and collections or provides other technological infrastructure and innovations at an appropriate level for research and scholarly pursuits in biodiversity;
 2. Affiliates. BHL Affiliates are those institutions or organizations that wish to participate in BHL, but lack resources to participate fully at the Member level.
 3. Reciprocal Partners. BHL Reciprocal Partners are those institutions or organizations that wish to reciprocally participate in BHL in a collaborative or advisory capacity. These will typically be national or international biodiversity organizations, and discipline specific organizations. It does not include library consortia, publishers, or other potential providers of BHL content or services. Organizations that participate in this partnership type are neither content nor service providers. As such, they should have no impact on collections, technical development, etc. It is expected that Reciprocal Partners will provide input and guidance, but no requirements on BHL technical development. Reciprocal Partners are expected to provide a no-fee, quid pro quo status to their organization for BHL.
- B. Responsibilities for partners are outlined in the current BHL Prospectus.

- C. Partners must pay the applicable dues to be considered a Member or Affiliate. See Appendix IV. Failure to pay dues may result in loss of partnership.

III. **Partnership Process**

- A. With the approval of a simple majority of the BHL Members Council (as recommended by the BHL Executive Committee), institutions and organizations can join BHL as Members or Affiliates.
 - 1. BHL Members and Affiliates will agree to an official Memorandum of Understanding (MOU).
- B. Reciprocal Partners are approved by the Executive Committee.
 - 1. Reciprocal Partners will formalize their partnership with either a simple letter of agreement, the BHL MOU, or other similar document. Institutions or organizations must designate an individual to serve as that institution's official representative. The individuals who serve in either body represent their host institutions and the BHL program as a whole.

APPENDIX III

Committees of the Biodiversity Heritage Library

BHL Collections Committee

The BHL Collections Committee is responsible for the management and development of the BHL collection including all issues related to the selection, prioritization, acquisition, curation and deaccessioning of content, as well as supporting BHL outreach activities relevant to collection development issues. The Committee may oversee the reuse or re-packaging of selected content, or a subset of the collection, in creative and novel ways. The Committee is open to all BHL member and affiliate staff.

BHL Cataloging and Metadata Committee

The BHL Cataloging and Metadata Committee possesses advanced expertise in metadata standards, remediation, mapping, and cross-walking workflows. The committee is responsible for overall BHL metadata advising, curation, and validation with the overarching goal of sharing the highest quality bibliographic data outputs broadly with the bioinformatics community and the world. The task of harmonizing hundreds of years of metadata from diverse sources is a continuous, iterative activity.

BHL Technical Team

The BHL Technical Team possesses advanced skill sets in programming, information architecture, data, project management and user experience. The team is responsible for BHL's overall information architecture, data, and platform which includes but is not limited to all of BHL's web properties, servers, and Macaw. In addition, the Team specifies processes for data harvest and outputs, responding to BHL user feature requests, bug fixes, and integrations with third-party collaborator data products.

APPENDIX IV

BHL Dues and Service Fees

- I. Establishing Dues and Fees Structure
 - A. Annual dues for each category of partnership are outlined in sections II-IV below. These amounts can be increased in subsequent years as determined by the BHL Members Council at the Annual Meeting.
 - B. Dues are payable in full by January 31 of each year.
 - C. The Executive Committee may vote to reduce dues without approval of the Members Council.
 - D. Changes to annual dues will be announced at least three months prior to the due date.
 - E. Service fees are determined by the Executive Committee and outlined in the [BHL Schedule of Fees](#).
- II. Member Dues
 - A. BHL Member institutions will pay annual dues of 10,000 USD.
 - B. Dues for new Members joining on a date after January 1 shall be prorated from the first day of the month in which membership began.
- III. Affiliate Dues
 - A. BHL Affiliate institutions will pay annual dues of 1,000 USD.
 - B. During the first year of partnership, Affiliates will also pay a Content Integration and Collection Management Start-up Fee of 2,000 USD, as outlined in the BHL Schedule of Fees.
 - C. Dues for new Affiliates joining on a date after January 1 shall not be prorated.
- IV. Reciprocal Partners
 - A. Reciprocal Partners do not pay annual dues.
 - B. Reciprocal Partners who request BHL services or require technical assistance may incur service fees (e.g. BHL Workshops requested on behalf of the Reciprocal Partner).
- V. Non-Member/Non-Affiliate
 - A. If organizations with relevant biodiversity content wish to contribute content but do not want to become Members or Affiliates, fees will be set on a cost-recovery basis. Organizations can also contract on their own with Internet Archive for scanning services and there would be no fees if the content meets BHL requirements so that it can be harvested directly from Internet Archive. No technical support from the BHL Secretariat or Technical Team would be provided.

APPENDIX V

Rules of Order and Conduction of Meetings

Biodiversity Heritage Library Rules of Order

The rules contained in the Biodiversity Heritage Library (BHL) Bylaws shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or the special rules of order of this organization.

To this end, general rules of order for the management and governance of BHL, as not outlined in the Bylaws, shall be as follows:

1. Votes by Members (Electronic). Votes by Members can occur electronically. Electronic votes are called by the BHL Chair and tallied by the BHL Secretary. A suitable amount of time will be allocated by the Chair to allow for all current BHL Members to cast their vote (Article IV. Section 4).
2. Votes by Members (In Person). Votes by Members may occur in person during the Annual Meeting or Special Meetings as defined by the Bylaws (Article IV. Section 2).
3. At the start of an in person meeting, the Chair shall establish a quorum of Members are present (Article IV. Section 3);
4. Any Member may propose a motion or action;
 - a. That Member who proposes a motion or action may withdraw that motion or action;
 - b. The Chair will call for discussion on any motion or action proposed and seconded by a Member;
 - c. Any Member may move to amend an existing motion; amendments must be seconded by a Member;
 - d. The Chair will call for a voice vote for any motion or action proposed and seconded by a Member. The Chair shall determine the result of the voice vote;
 - e. In the event of a voice vote, any Member may call for an actual count of votes to verify the voice vote. The Member requesting this vote shall state: "I call for a vote by show of hands ".
5. Any Member may appeal a ruling by the Chair. The Member requesting an appeal shall state: "I appeal the Chair's decision"; the appeal will be voted on by the Members and carry with a simple majority;

6. Any Member may, without recognition of the Chair, call a Point of Order if the meeting is not following the Bylaws or appropriate rules of order. The Member shall state: "Point of order". The Chair shall decide if the Point of Order requires a vote;
7. Additional operational issues not covered above shall be determined by the current edition of [Robert's Rules of Order](#);
8. The BHL Program Director shall advise the BHL Chair on Points of Order.

Rules for Reporting Out from Meetings

To encourage free discussion, all Biodiversity Heritage Library meetings (in person, via video- or tele-conference) may operate, at the discretion of the convener with the approval of the BHL Chair, under a variation of the Chatham House Rule:

When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed. (see non-English versions of the [Rule are available](#)).

Code of Conduct for Meetings

In order to foster an environment of genuine and mutual respect among its community members, BHL meetings, whether virtual or in-person, will abide by the [BHL Code of Conduct](#).